

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 1st day of August, 1984, pursuant to Section 251 of the General Corporation Law of the State of Delaware, by and between General Electric Circuit Breakers, Inc.; General Electric Low Voltage Products, Inc.; General Electric Controls, Inc.; General Electric Anasco, Inc.; General Electric Protective Devices, Inc.; Wiring Devices of Puerto Rico, Inc.; General Electric GEPOL, Inc.; Protective Relays, Inc.; General Electric Industrial Products, Inc.; Precision Protective Devices, Inc.; Power Breakers, Inc.; General Electric Fuses, Inc.; General Electric Energy Management Systems, Inc.; General Electric Plating, Inc.; Ventas de General Electric Controles, Inc.; Industrial Control of Puerto Rico, Inc.; and General Electric Pilot Devices, Inc., all Delaware corporations.

WITNESSETH that:

WHEREAS, all of the constituent corporations, wholly owned subsidiaries of the General Electric Company, for reasons of economy and operating efficiency, desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, said General Electric Pilot Devices, Inc. had its certificate of incorporation filed in the office of the Secretary of State on June 1, 1966, and recorded in the office of the Recorder of Deeds for the County of New Castle on June 1, 1966, and has an authorized capital stock consisting of One Thousand (1000) shares of common stock with a par value of \$100 each, of which capital stock, Ten (10) shares are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, each of the other constituent corporations had its certificate of incorporation filed in the office of said Secretary of State and recorded in the office of the Recorder of Deeds for the County of New Castle on the dates indicated below, and has authorized and issued and outstanding capital stock (all common) as indicated below:

	<u>Date of Incorporation</u>	<u>Recorder of Deeds Filed</u>	<u>Authorized Capital</u>	<u>Shares Issued</u>	<u>Par Value</u>
General Electric Circuit Breakers, Inc.	Sept. 20, 1963	Sept. 20	1,000	300	\$ 5
General Electric Low Voltage Products, Inc.	Sept. 4, 1963	Sept. 4	500	400	1000
General Electric Controls, Inc.	Nov. 24, 1964	Nov. 24	1,000	165	5
General Electric Anasco, Inc.	May 1, 1972	May 1	300	300	1000
General Electric Protective Devices, Inc.	Mar. 3, 1969	March 3	1,000	500	5
Wiring Devices of Puerto Rico, Inc.	Feb. 25, 1970	Feb. 25	1,000	400	5
General Electric GEPOL, Inc.	Dec. 30, 1970 (Eff. 1/2/71)	Dec. 30	1,250	800	1000
Protective Relays, Inc.	Jan. 9, 1974	Jan. 9	2,000	1,600	1000
General Electric Industrial Products, Inc.	Sept. 10, 1973	Sept. 10	1,000	200	5
Precision Protective Devices, Inc.	Oct. 30, 1975	Oct. 30	25,000	1,419	100
Power Breakers, Inc.	Oct. 30, 1975	Oct. 30	10,000	650	100
General Electric Fuses, Inc.	Sept. 21, 1982	Sept. 21	500	100	100
General Electric Energy Management Systems, Inc.	Sept. 21, 1982	Sept. 21	500	100	100
General Electric Plating, Inc.	Nov. 2, 1981	Nov. 2	1,700	100	1000
Ventas de General Electric Controles, Inc.	May 24, 1966	May 24	1,000	310	5
Industrial Control of Puerto Rico, Inc.	Sept. 26, 1974	Sept. 26	1,700	1,700	100

and

WHEREAS, the registered office of said General Electric Pilot Devices, Inc. in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is CT Corporation System; and the registered office of each of the other constituent corporations in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is CT Corporation System.

NOW, THEREFORE, the corporations, parties to this Agreement and Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: General Electric Pilot Devices, Inc. shall merge into itself General Electric Circuit Breakers, Inc.; General Electric Low Voltage Products, Inc.; General Electric Controls, Inc.; General Electric Anasco, Inc.; General Electric Protective Devices, Inc.; Wiring Devices of Puerto Rico, Inc.; General Electric GEPOL, Inc.; Protective Relays, Inc.; General Electric Industrial Products, Inc.; Precision Protective Devices, Inc.; Power Breakers, Inc.; General Electric Fuses, Inc.; General Electric Energy Management Systems, Inc.; General Electric Plating, Inc.; Ventas de General Electric Controles, Inc.; Industrial Control of Puerto Rico, Inc.; and General Electric Pilot Devices, Inc., each and every one of which shall be merged into General Electric Pilot Devices, Inc., which shall be the surviving corporation.

SECOND: Effective on the date of the merger, the Certificate of Incorporation of General Electric Pilot Devices, Inc. shall be amended by changing the name of the corporation as follows: "FIRST. The name of the corporation is Caribe General Electric Products, Inc."

THIRD: Except as hereinbefore amended, the Certificate of Incorporation of General Electric Pilot Devices, Inc., as in effect on the date of the merger provided for in this Agreement and Plan, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

FOURTH: Inasmuch as the merger of the constituent corporations into the surviving corporation shall represent a capital contribution thereto by General Electric Company, sole stockholder of all of the parties to this Agreement and Plan, the transaction shall be carried out without the issuance of any securities or payment of any consideration to the holder for the surrender and cancellation of the common stock of the merged corporations.

FIFTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as in effect on the date of the merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on August 27, 1984.

(d) Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation shall from time to time, as and when requested by the surviving corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The officers of the surviving corporation shall be responsible for filing the required Certificate of Merger with the office of the Secretaries of State for the State of Delaware and the Commonwealth of Puerto Rico.

IN WITNESS WHEREOF, the parties to this Agreement and Plan, subject only to approval by their respective boards of directors and stockholder(s), have caused these presents to be executed by the Chairman of the Board of Directors, and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on the 1st day of August , 19 84 .

GENERAL ELECTRIC CIRCUIT BREAKERS, INC.
GENERAL ELECTRIC PROTECTIVE DEVICES, INC.
GENERAL ELECTRIC GEPOL, INC.
PRECISION PROTECTIVE DEVICES, INC.
POWER BREAKERS, INC.
GENERAL ELECTRIC PLATING, INC.

By

William C. McCormick
William C. McCormick

GENERAL ELECTRIC CONTROLS, INC.
GENERAL ELECTRIC INDUSTRIAL PRODUCTS, INC.
VENTAS DE GENERAL ELECTRIC CONTROLES, INC.
GENERAL ELECTRIC PILOT DEVICES, INC.

By

Jesse M. Lawrence
Jesse M. Lawrence

WIRING DEVICES OF PUERTO RICO, INC.

By

William R. Vineyard
William R. Vineyard

INDUSTRIAL CONTROL OF PUERTO RICO, INC.

By

Robert F. Wayand
Robert F. Wayand

GENERAL ELECTRIC LOW VOLTAGE PRODUCTS, INC.
GENERAL ELECTRIC ANASCO, INC.
PROTECTIVE RELAYS, INC.
GENERAL ELECTRIC ENERGY MANAGEMENT
SYSTEMS, INC.

By

Edward J. Fierko
Edward J. Fierko

GENERAL ELECTRIC FUSES, INC.

By

Douglas J. Brittelle
Douglas J. Brittelle